

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

PARKER DRILLING COMPANY, *et al.*,

Debtors.

)
) Chapter 11
)
) Case No. 18-36958 (MI)
)
) (Jointly Administered)
)

**DECLARATION OF JAMES DALOIA OF PRIME CLERK LLC
REGARDING SOLICITATION OF VOTES AND TABULATION
OF BALLOTS CAST ON THE AMENDED JOINT CHAPTER 11 PLAN OF
REORGANIZATION OF PARKER DRILLING COMPANY AND ITS DEBTOR AFFILIATES**

I, James Daloia, declare, under the penalty of perjury:

1. I am the Director of Solicitation and Public Securities at Prime Clerk LLC (“Prime Clerk”), located at 830 Third Avenue, 9th Floor, New York, New York 10022. I am over the age of eighteen years and not a party to the above-captioned action. Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Amended Joint Chapter 11 Plan of Reorganization of Parker Drilling Company and its Debtor Affiliates*, dated January 23, 2019 [Docket No. 309] (as amended, supplemented, or modified from time to time, the “Plan”).² Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Parker Drilling Company (8660); 2M-TEK, Inc. (1761); Anachoreta, Inc. (3667); Pardril, Inc. (4469); Parker Aviation Inc. (6372); Parker Drilling Arctic Operating, LLC (6834); Parker Drilling Company of Niger (4204); Parker Drilling Company North America, Inc. (6381); Parker Drilling Company of Oklahoma Incorporated (8949); Parker Drilling Company of South America, Inc. (0657); Parker Drilling Management Services, Ltd. (7200); Parker Drilling Offshore Company, LLC (9092); Parker Drilling Offshore USA, L.L.C. (1469); Parker North America Operations, LLC (1180); Parker Technology, Inc. (6599); Parker Technology, L.L.C. (1875); Parker Tools, LLC (8864); Parker-VSE, LLC (2282); Quail USA, LLC (8885); and Quail Tools, L.P. (1471). The Debtors’ service address is: 5 Greenway Plaza, Suite 100, Houston, Texas 77046.

² All capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Plan or Disclosure Statement Order.

documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk's retention as (a) the claims and noticing agent to the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to the *Order Authorizing the Employment and Retention of Prime Clerk LLC as Claims, Noticing, and Solicitation Agent Nunc Pro Tunc to the Petition Date*, dated December 13, 2018 [Docket No. 73] (the "Retention Order"). The Retention Order authorizes Prime Clerk to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

Service and Transmittal of Solicitation Packages and the Tabulation Process

4. Pursuant to the *Order (I) Approving the Adequacy of the Disclosure Statement, (II) Approving the Solicitation and Notice Procedures with Respect to Confirmation of the Debtors' Proposed Joint Plan of Reorganization, (III) Approving the Forms of Ballots and Notices in Connection Therewith, (IV) Approving the Rights Offering Procedures and Related Materials, (V) Scheduling Certain Dates with Respect Thereto, and (VI) Granting Related Relief*, dated January 23, 2019 [Docket No. 312] (the "Disclosure Statement Order"), the Court established procedures to solicit votes from and tabulate ballots submitted by holders entitled to vote on the Plan (the "Solicitation Procedures"). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure Statement Order and the ballots, which were distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk's employees.

5. The Debtors established January 22, 2019 as the record date (the "Voting Record Date") for determining which holders were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation

Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (together, the “Voting Classes”):

Plan Class	Class Description
4	2020 Notes Claims
5	2022 Notes Claims
9	Existing Preferred Interests
10	Existing Common Interests

No other classes under the Plan were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors and their advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. In addition, Prime Clerk coordinated the distribution of solicitation materials to holders of public securities in the Voting Classes in accordance with procedures commonly used to serve solicitation materials on holders of public securities. A detailed description of Prime Clerk’s distribution of solicitation materials is set forth in Prime Clerk’s *Affidavit of Service of Solicitation Materials*, which was filed with this Court on February 1, 2019 [Docket No. 339].

7. In addition to serving the Solicitation Materials in accordance with the Solicitation Procedures, Prime Clerk assisted the Debtors with translating the Confirmation Hearing Notice into the most common foreign languages spoken by existing creditors and equityholders—including Russian, Arabic, Spanish, Norwegian, Korean, and Dutch—and posting such translations on the Debtors’ restructuring website, where such translations were available free of charge.

8. Further, in accordance with the Solicitation Procedures, Prime Clerk reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk’s voting database,

and processed in accordance with the Solicitation Procedures. To be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures, and (d) received by Prime Clerk by 4:00 p.m. (prevailing Central Time) on February 22, 2019 (the "Voting Deadline")³.

9. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

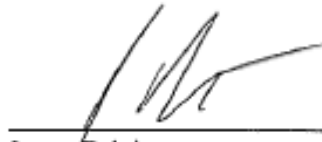
10. Each of the Voting Classes overwhelmingly voted to accept the Plan, exclusive of any acceptances by insiders, which includes an accepting Voting Class at each Debtor.

11. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

12. A report of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit B**.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and final tabulation of ballots in connection with the Plan is true and correct.

Dated: February 24, 2019



James Daloia
Director of Solicitation and Disbursements
Prime Clerk LLC

³ Prime Clerk received a Class 10 ballot via email after the Voting Deadline, which voted to accept the Plan in the amount of 161,521 shares. Pursuant to the Solicitation Procedures, the Debtors waived any and all defects and included the ballot in the final tabulation results.

Exhibit A

Parker Drilling Company, et al.
Exhibit A - Tabulation Summary

Class	Class Description	Number Accepting	Number Rejecting	Amount Accepting	Amount Rejecting	Class Voting Result
		%	%	%	%	
4	2020 Notes Claims	139	2	\$198,745,994.00	\$15,000.00	Accept
		98.58%	1.42%	99.99%	0.01%	
5	2022 Notes Claims	103	5	\$275,386,000.00	\$34,242,000.00	Accept
		95.37%	4.63%	88.94%	11.06%	
9	Existing Preferred Interests			268,583.00	1,000.00	Accept
				99.63%	0.37%	
10	Existing Common Interests			4,075,857.77	61,655.86	Accept
				98.51%	1.49%	

Exhibit B

Parker Drilling Company, et al.
Exhibit B - Report of Non-Public Securities Ballots Excluded from Tabulation

Plan Class	Plan Class Description	Creditor Name	Voting Amount	Accept/Reject	Reason(s) for Exclusion
10	Existing Common Interests	Gary Wilson	577.59	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN; SUPERSEDED BY LATER RECEIVED VALID BALLOT INCLUDED IN FINAL TABULATION
10	Existing Common Interests	Gary Wilson	577.59	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN; SUPERSEDED BY LATER RECEIVED VALID BALLOT INCLUDED IN FINAL TABULATION; BALLOT DID NOT CONTAIN AN ORIGINAL SIGNATURE
10	Existing Common Interests	James T Evans	12.55	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	James Tolsma	291.96	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN; SUPERSEDED BY LATER RECEIVED VALID BALLOT INCLUDED IN FINAL TABULATION
10	Existing Common Interests	Jessica Miller Antonelli	5.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Kevin L Bright & Martha A Bright Jt Ten	6.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Linda L Stipes	10.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Martin Domokos & Carma W Domokos Jt Ten	7.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Medici, Robert E	2.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Peter Fontana	6,884.00	ACCEPT	SUPERSEDED BY LATER RECEIVED VALID BALLOT INCLUDED IN FINAL TABULATION
10	Existing Common Interests	Randy K St Clair & Jean St Clair Jt Ten	10.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Reed, Colleen A	80.18	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Soloway, Elaine M	2.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Suzanne Keller & Larry Keller Jt Ten	200.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	Tamyra L Hopkins	185.88	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN

Parker Drilling Company, et al.
Exhibit B - Report of Public Securities Ballots Excluded from Tabulation

Plan Class	Plan Class Description	Nominee DTC Number	Nominee of Beneficial Holder	Principal Amount	Accept / Reject	Reason(s) for Exclusion
4	2020 Notes Claims	0164	CHARLES SCHWAB & CO., INC.	\$2,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	0385	E*TRADE SECURITIES LLC	\$3,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	0216	AMERICAN ENTERPRISE INVESTMENT SERVICES INC.	30,000.00	ACCEPT	NOT A RECORD DATE HOLDER
4	2020 Notes Claims	0226	NATIONAL FINANCIAL SERVICES LLC	\$11,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	0226	NATIONAL FINANCIAL SERVICES LLC	\$15,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	0226	NATIONAL FINANCIAL SERVICES LLC	\$5,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	0226	NATIONAL FINANCIAL SERVICES LLC	\$10,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	0188	TD AMERITRADE CLEARING, INC.	\$5,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	2803	U.S. BANK N.A.	\$230,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	2803	U.S. BANK N.A.	\$130,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
4	2020 Notes Claims	2803	U.S. BANK N.A.	\$10,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
5	2022 Notes Claims	0226	NATIONAL FINANCIAL SERVICES LLC	\$2,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
5	2022 Notes Claims	0443	PERSHING LLC	\$15,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
5	2022 Notes Claims	2803	U.S. BANK N.A.	\$6,140,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
5	2022 Notes Claims	2803	U.S. BANK N.A.	\$3,360,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
5	2022 Notes Claims	2803	U.S. BANK N.A.	\$185,000.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
9	Existing Preferred Interests	N/A	N/A	500.00	ACCEPT	POSITION NOT VALIDATED BY NOMINEE
9	Existing Preferred Interests	N/A	N/A	500.00	ACCEPT	POSITION NOT VALIDATED BY NOMINEE

Parker Drilling Company, et al.
Exhibit B - Report of Public Securities Ballots Excluded from Tabulation

Plan Class	Plan Class Description	Nominee DTC Number	Nominee of Beneficial Holder	Principal Amount	Accept / Reject	Reason(s) for Exclusion
10	Existing Common Interests	0901	THE BANK OF NEW YORK MELLON	40.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	33.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	33.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	666.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	33.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	13.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	33.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	66.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	66.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	166.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	66.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	53.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN
10	Existing Common Interests	0164	CHARLES SCHWAB & CO., INC.	666.00	N/A	HOLDER DID NOT INDICATE VOTE TO ACCEPT OR REJECT THE PLAN